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**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

SECURITIES AND EXCHANGE COMMISSION, Plaintiff, vs. ANTHONY C. SUDOL, III, MICHAEL G. SUDOL, and RICHARD J. SUDOL, Defendants.	Civil Action No. C 05-01299 JSW
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FINAL JUDGMENT AS TO DEFENDANT MICHAEL G. SUDOL

The Securities and Exchange Commission having filed a Complaint and Defendant Michael G. Sudol having entered a general appearance; consented to the Court's jurisdiction over Defendant and the subject matter of this action; consented to entry of this Final Judgment without admitting or denying the allegations of the Complaint (except as to jurisdiction); waived findings of fact and conclusions of law; and waived any right to appeal from this Final Judgment:

I.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Final Judgment by personal service or otherwise are permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of 1934 (the "Exchange Act") [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or

1 instrumentality of interstate commerce, or of the mails, or of any facility of any national
2 securities exchange, in connection with the purchase or sale of any security:

- 3 (a) to employ any device, scheme, or artifice to defraud;
- 4 (b) to make any untrue statement of a material fact or to omit to state a material fact
5 necessary in order to make the statements made, in the light of the circumstances
6 under which they were made, not misleading; or
- 7 (c) to engage in any act, practice, or course of business which operates or would
8 operate as a fraud or deceit upon any person.

9 II.

10 IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
11 is liable for disgorgement of \$86,762.08, representing profits gained as a result of the conduct
12 alleged in the Complaint, together with prejudgment interest thereon in the amount of
13 \$26,751.59, for a total of \$113,513.67. Defendant shall satisfy this obligation by paying this
14 amount to the Clerk of this Court, together with a cover letter identifying Michael Sudol as a
15 defendant in this action; setting forth the title and civil action number of this action and the name
16 of this Court; and specifying that payment is made pursuant to this Final Judgment. Defendant
17 shall simultaneously transmit photocopies of such payment and letter to the Commission's
18 counsel in this action. By making this payment, Defendant relinquishes all legal and equitable
19 right, title, and interest in such funds and no part of the funds shall be returned to Defendant.
20 The Clerk shall deposit the funds into an interest bearing account with the Court Registry
21 Investment System ("CRIS") or any other type of interest bearing account that is utilized by the
22 Court. These funds, together with any interest and income earned thereon (collectively, the
23 "Fund"), shall be held in the interest bearing account until further order of the Court. In
24 accordance with 28 U.S.C. § 1914 and the guidelines set by the Director of the Administrative
25 Office of the United States Courts, the Clerk is directed, without further order of this Court, to
deduct from the income earned on the money in the Fund a fee equal to ten percent of the income
earned on the Fund. Such fee shall not exceed that authorized by the Judicial Conference of the
United States. The Commission may propose a plan to distribute the Fund subject to the Court's

1 approval. Defendant shall pay post-judgment interest on any delinquent amounts pursuant to 28
2 USC § 1961.

3 III.

4 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant
5 shall pay a civil penalty in the amount of \$86,762.08 pursuant to Section 21A of the
6 Exchange Act [15 U.S.C. § 78u-1]. Defendant shall make this payment within ten (10) business
7 days after entry of this Final Judgment by certified check, bank cashier's check, or United States
8 postal money order payable to the Securities and Exchange Commission. The payment shall be
9 delivered or mailed to the Office of Financial Management, Securities and Exchange
10 Commission, Operations Center, 6432 General Green Way, Mail Stop 0-3, Alexandria, Virginia
11 22312, and shall be accompanied by a letter identifying Michael Sudol as a defendant in this
12 action; setting forth the title and civil action number of this action and the name of this Court;
13 and specifying that payment is made pursuant to this Final Judgment. Defendant shall pay post-
judgment interest on any delinquent amounts pursuant to 28 USC § 1961.

14 IV.

15 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the Consent is
16 incorporated herein with the same force and effect as if fully set forth herein, and that Defendant
shall comply with all of the undertakings and agreements set forth therein.


17 V.

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
19 jurisdiction of this matter for the purposes of enforcing the terms of this Final Judgment.
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VI.

There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, the Clerk is ordered to enter this Final Judgment forthwith and without further notice.

Dated: May 10
April ____, 2006



HON. JEFFREY S. WHITE
UNITED STATES DISTRICT JUDGE